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STATE OF MONTANA
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Restated ARTICLES OF INCORPORATION
OF
MONTANA ENVIRONMENTAL HEALTH ASSOCIATION FOUNDATION

SECRETARY OF STATE

Pursuant to the Montana Nonprofit Corporation Act, Montana Code Annotated

D.117638

§35-2-101 *et seq.*, the undersigned incorporator adopts the following Articles of Incorporation:

Article I
NAME

The name of this organization shall be the **Montana Environmental Health Association Foundation**.

Article II
DESIGNATION

The corporation is a public benefit corporation.

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Article III
REGISTERED AGENT AND REGISTERED OFFICE

SECRETARY OF STATE

The address of the initial registered agent office of the corporation is P.O. Box 35035, Billings, Montana, 59107. The name of the registered agent at that address is Jennifer Pinnow.

Signed Jennifer Pinnow

Courthouse Room 308, Billings MT 59101

Article IV
DEFINITIONS

Section 1: The word **Foundation** hereinafter used shall mean the **Montana Environmental Health Association Foundation**, and the abbreviation **MEHA** hereinafter used shall mean the **Montana Environmental Health Association**.

Section 2: The word **Board**, hereinafter used, shall mean the **Board of Directors of the Montana Environmental Health Association Foundation**.

Article V
PURPOSE

Section 1: The corporation is organized exclusively for educational, charitable, scientific and literary purposes, so as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future laws, and further including, but not restricted to the following more specific purposes:

Montana Environmental Health Association Foundation

To maintain and improve the standards of performance of professionals in Environmental Health by encouraging education and disseminating information by:

- A. Sponsoring educational conferences,
- B. Maintaining programs of continuing education, and
- C. Supporting scholarships.

Article VI
MEMBERSHIP

The corporation shall be organized on a nonstock basis and shall have no members.

Article VII
FINANCES AND REGULATION OF INTERNAL AFFAIRS

Section 1: The operating expenses of the Foundation shall be met from a grant provided by MEHA out of its membership dues and from any other source set forth in the MEHA By-Laws or approved by the MEHA Board. Other financial grants for specific purposes may be accepted at the discretion of the Board.

Section 2: All funds received, handled and expended shall be accounted for as specified by the Board.

Section 3: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

- a. No part of the assets or earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
 - b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or a corresponding section of any future federal tax code; (2) by a corporation, contributions to which are deductible under Section
- Montana Environmental Health Association Foundation

170(c) (2) of the Internal Revenue Code, or a corresponding section of any future federal tax code; or (3) by a nonprofit corporation organized under the laws of the State of Montana pursuant to the provisions of Montana Code Annotated § 35-2-101, *et seq.*

- c. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code or of any further federal tax law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of the county in which the principal office of the corporation is then located, to be utilized exclusively for such purposes or to such organization or organizations as the court shall determine and which are organized and operated exclusively for such purposes.

Article VIII
DISTRIBUTION AND SELF-DEALING

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article IX
OFFICERS/DIRECTORS AND LIABILITY

- Section 1:** Directors: The Directors of the foundation shall consist of the immediate Past-President, the Past Past-President and the current Treasurer of the MEHA Board of Directors with at least two (2) additional directors. Directors shall serve for two (2) years terms to be alternating.
- Section 2:** Secretary/Treasurer: The Secretary/Treasurer shall be the current treasurer of the MEHA Board of Directors.
- Section 3:** Chair: The Chair shall be elected from the directors of the Board by the Board. The Chair shall serve for a one (1) year term.
- Section 4:** The Secretary/Treasurer shall keep full records of all proceedings and financial records of the Foundation. Shall have the custody of all records and papers belonging to it, unless otherwise provided for, shall notify in writing all officers not present of their election and all Montana Environmental Health Association Foundation

members of committees of their appointment; shall give notice of the time, place, and purpose of all meetings, and shall conduct the correspondence of the Board of Directors.

Section 5: The duties of the Officers shall be implied by their respective titles, and any other duties that may be specified in the By-Laws or as directed by the Board.

Section 6: In the event of a vacancy in the office of Chair, Secretary/Treasurer, or Director, the procedure specified by the By-Laws of the Foundation shall be followed.

Section 7: A director of the corporation shall not be liable to the corporation for monetary damages for breach of the director's duties to the corporation, except for (a) breaches of a director's duty of loyalty to the corporation, (b) acts or omissions not in good faith or that involve intentional conduct or a knowing violation of the law, (c) transactions from which a director derived an improper economic benefit or (d) conflict of interest transactions, loans to or guarantees for directors and officers or unlawful distributions.

Article X
MEETINGS

Section 1: There shall be at least two business meetings a year, a Spring Meeting and a Fall Meeting, held at a time and place fixed by the Directors.

The **Fall Meeting** shall include, but shall not be limited to:

- a. Certification of all election and balloting results.
- b. Election of Officers.
- c. The Secretary/Treasurer's Report.
- d. Report of Standing Committees.

The **Spring Meeting** shall include, but not be limited to:

- a. Secretary/Treasurer's Report.
- b. Report of Standing Committees.

Section 2: Special meetings may be called or authorized at the discretion of the Board.

Section 3: Notification of all Board meetings shall be given in writing at least fifteen (15) days in advance of such meetings.

Article XI
AMENDMENTS

Section 1: The Corporation may amend these Articles in a manner authorized by law at the time of the amendment.

Montana Environmental Health Association Foundation

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SECRETARY'S OFFICE

Article XII
INCORPORATOR

The name of the incorporator is Montana Environmental Health Association Foundation and such incorporator's address is P.O. Box 35035, Billings, Montana, 59107.

Article XIII
MISCELLANEOUS

The duration of the corporation shall be perpetual.

Adopted January 16, 2002
Revised April 16, 2002
Revised December 3, 2002

David V. Conner

CHAIR, MT ENV. HEALTH ASSOCIATION FOUNDATION

This is a non-voting & non profit corporation

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Montana Environmental Health Association Foundation